

CERTIFICATE OF INCORPORATION OF

THE	SHOE SHOPPE,	INC.		
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I, PETE T. CENARRUSA,	Secretary of	State of th	ne State	of Idaho,	hereby	certify	that
duplicate originals of Articles of In	corporation fo	or the incorp	ooration	of			

THE SHOR SHOPPE, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 26, 1982



Pet or Cenarine

SECRETARY OF STATE

by:_____

ARTICLES OF INCORPORATION

OF

THE SHOE SHOPPE, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is THE SHOE SHOPPE, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including, but not limited to, production, distribution or sale of footwear and related products.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of the par value of \$1.00.

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: Pursuant to By-Laws.

SEVENTH: The address of the initial registered office of the corporation is 312 Sherman Avenue, Coeur d'Alene, Idaho, 83814, and the name of the registered agent at such address is Tom P. Robb.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

NAME

ADDRESS

Tom P. Robb

312 Sherman Avenue, Coeur d'Alene, Idaho 83814

Harold Gustafson

312 Sherman Avenue, Coeur d'Alene, Idaho 83814

NINTH: The name and address of each incorporator is:

NAME

ADDRESS

Tom P. Robb

312 Sherman Avenue, Coeur d'Alene, Idaho 83814

Harold Gustafson

312 Sherman Avenue, Coeur d'Alene, Idaho 83814

DATED this 24th day of March, 1982.

Tom P/ Robb

Harold Gustafson

STATE OF IDAHO

ss.

County of Kootenai)

On this day of March, 1982, before me, the undersigned Notary Public, personally appeared TOM P. ROBB and HAROLD GUSTAFSON known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Notary Public for Idaho

Residing at Coeur d'Alene

My Commission expires: